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June 17, 2010

VIA HAND DELIVERY FILED/ACCEPTED

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

JUN 22 2010

Federal Communications Commission
Office of the Secretary

Re: **CC Docket No. 00-257: In the matter of 2000 Biennial Review – review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers.**
Notification of IXC Holdings, Inc., and Telekenex, Inc., pursuant to 47 C.F.R. § 64.1120(e).

Dear Secretary Dortch:

This firm represents Telekenex, Inc. and IXC Holdings, Inc. in the matter of the transfer of assets from Telekenex to IXC. Accordingly, please find enclosed an original (with copies) of the application together with the requisite attachments. Please date stamp the enclosed extra copy of this letter and return it in the self-addressed envelope provided.

Should you have any questions or require further information, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/ Greg L. Taylor
TECHNOLOGY LAW GROUP, LLC
Neil S. Ende, Esq.
Greg L. Taylor, Esq.
5335 Wisconsin Ave., N.W.
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Counsel to IXC Holdings, Inc. and Telekenex, Inc.

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JUN 22 2010

Federal Communications Commission
Office of the Secretary

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
Telekenex, Inc.,)
Transferor)
and)
IXC Holdings, Inc.,)
Transferee)
For Consent to Transfer Certain Assets and)
Customers Pursuant to Section 214 of the)
Communications Act of 1934, as amended.)

CC Docket No. File No. _____

JOINT APPLICATION

Telekenex, Inc. ("Telekenex") and IXC Holdings, Inc. ("IXC Holdings"), (collectively, the "Applicants"), through their undersigned representatives and pursuant to Section 214 of the Communications Act of 1934, as amended, (47 U.S.C. § 214), and Sections 63.03, 63.04(a), and 63.18 of the Commission's Rules, hereby submit this application ("Application") respectfully requesting Commission approval or such authority as may be necessary or required to enable IXC Holdings, a non-dominant competitive carrier vested with domestic resale authority to acquire certain of the assets of Telekenex. Telekenex is also a non-dominant carrier with domestic resale authority. As further described below, the proposed transaction is entitled to streamlined treatment under Section 63.03(b)(2)(i) of the Commission's rules for transfers of domestic authorizations.

A. DESCRIPTION OF THE PROPOSED TRANSACTION AS REQUIRED BY RULE 63.04(A)(6):

The proposed transaction entails the transfer of certain assets of Telekenex, Inc. to IXC Holdings, Inc. Currently, Telekenex is controlled by BPB, LLC ("BPB"), which owns 65% of Telekenex's shares. BPB is owned by two individuals, Anthony Zabit and Brandon Chaney, who are Telekenex's founders and principal management team. The remaining 35% interest in Telekenex is held equally (to the nearest whole percentage) by two investors, Walden VC and Altos Ventures.

IXC Holdings is an existing, wholly-owned, indirect subsidiary of BPB. Thus, the effect of the proposed transfer will simply be to move the operations currently conducted by Telekenex and its assets into a company that is under the complete ownership and control of Messrs. Zabit and Chaney. There will be no change in day-to-day control and management, nor any change in actual legal control and ownership. Moreover, following the transfer, IXC Holdings will conduct business under the name "Telekenex," without any change in the rates, terms, or conditions of service currently enjoyed by Telekenex customers.

Additionally, pursuant to an agreement among Telekenex shareholders, Telekenex's assets will be transferred to IXC Holdings, and will be under 100% indirect ownership and control of Telekenex's current majority shareholder, BPB, LLC. Following the transfer, IXC Holdings will continue to provide service to the transferred customers at the same rates, terms, and conditions that currently apply to their services.

Pursuant to the agreement, the Parties intend that the closing of the purchase and sale of the acquired assets (the "Closing") will take place on the earlier of (a) July 31, 2010, or (b) the date upon which the Parties receive regulatory approval (the "Closing Date"). In addition to the Commission's approval of this application, the Purchase Agreement makes the Closing subject

to the execution and/or receipt of certain state required notifications and/or approvals pending before state commissions.

Upon obtaining regulatory approval, Telekenex will immediately transfer the applicable assets to IXC Holdings, who will thereafter commence to provide any affected customer electing not to switch to another provider with the same services that the customers previously received from Telekenex on the same terms, rates and conditions. Accordingly, the applicants emphasize that the transition in service from Telekenex to IXC Holdings will be virtually seamless and completely transparent to the affected customers. The affected customers will not incur any charges as a result of the change in service provider from Telekenex to IXC Holdings. In contemplation of the Closing, IXC Holdings and Telekenex have provided those of Telekenex's customers that constitute the acquired assets with comprehensive notice in accordance with Section 64.1120(e) of the Commission's Rules, 47 U.S.C. § 64.1120(e)(3) (*see* notice provided by IXC Holdings to Telekenex customers, attached hereto as Exhibit A). In addition, IXC Holdings, as the acquiring carrier, will file with the Commission the notice and certification required by Section 64.1120(e)(1) of the Commission's rules, attached hereto as Exhibit C.

B. REQUEST FOR STREAMLINED PROCESSING PURSUANT TO RULE 63.04(a)(8):

The parties respectfully submit that this Application is appropriate for streamlined treatment pursuant to Section 63.03(b)(1)(i),(iii) because:

- (1) Telekenex and IXC Holdings are non-facilities based carrier resellers;
- (2) both before and after completion of the proposed transaction, Telekenex and IXC Holdings will have an aggregated market share in the interstate, interexchange market of substantially less than ten percent (10.0%);

The Applicants understand and acknowledge that because the proposed transaction meets the conditions of Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), the application will be granted on the 31st day following the release of the Public Notice of such application without further action by the Commission unless the Commission advises the Applicants to the contrary. *See* 47 C.F.R. 63.03(a).

C. STATEMENT OF PUBLIC INTEREST AS REQUIRED BY RULE 63.04(A)(12):

Applicants respectfully submit that approval of the Application would serve the public interest by ensuring that the affected customers experience no interruption of service and will continue to receive the same services on the same rates, terms and conditions backed by the support services of IXC Holdings, Inc. Moreover, Applicants have provided the affected customers with clear, transparent notice of the proposed transaction affording the affected customers the opportunity to switch providers or take advantage of the support services offered by both IXC Holdings and Telekenex to understand how the proposed change in service providers will affect them, if at all, and what benefits they will receive. Finally, as the affected customers will be new customers for IXC Holdings, it will be greatly incentivized to earn the loyalty of the affected customers with superior service, offers and support.

D. DESCRIPTION OF THE APPLICANTS:

1. Telekenex, Inc.

Telekenex is non-facilities based reseller based in San Francisco, California. Telekenex purchases local and long distance services from various underlying service providers and resells those services to small business and residential customers. Further,

Telekenex is authorized to provide competitive local exchange authority in California, Nevada and Washington.

2. IXC Holdings, Inc.

IXC Holdings, a wholly-owned indirect subsidiary of BPP, is based in Seattle, Washington and provides various voice and data telecommunications services. The purpose of this transaction is to create a larger entity that is more attractive to investors in order to gain economies of scale and increase growth. This transfer will not result in any change in actual control or new entry.

E. OTHER INFORMATION REQUIRED BY SECTION 63.04(a):

In support of the application, the parties respectfully submit the following information to satisfy the requirements of Section 63.04(a) of the Commission's Rules, 47 U.S.C. § 63.04(a):

1. 63.04(a)(1): Name, Address and Telephone Number of each Applicant:

IXC Holdings, Inc.
800 South Michigan Street
Seattle, Washington 98108
800-284-9519

Telekenex, Inc.
3221 20th Street
San Francisco, CA 94110
415-287-1200

2. 63.04(a)(2): Government, state or territory under the laws of which each corporate or partnership applicant is organized:

IXC Holdings, Inc. is a corporation organized under the laws of the State of Delaware. Telekenex, Inc. is a corporation organized under the laws of the State of Delaware.

3. 63.04(a)(3): Name, title, post office address, and telephone number of the officer of contact person to whom correspondence concerning the application is to be addressed:

Please direct all correspondence regarding this application to:

Greg L. Taylor, Esq.
Technology Law Group, LLC
5335 Wisconsin Avenue, NW
Suite 440
Washington, DC 20015
(202) 895-1707

4. 63.04(a)(4): Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

Telekenex is owned by three entities: BPB, LLC, Walden VC and Altos Ventures:

BPB, which holds an equitable interest of 64.8% in Telekenex is a Delaware limited liability company with an address of 3221 20th Street, San Francisco, California, 94110. BPB's principal business is that of an investment company. BPB is owned by Anthony Zabit, a citizen of the United States with an address of 3221 20th Street, San Francisco, California, 94110. Mr. Zabit's principal business is telecommunications and Mr. Zabit holds an equitable interest of 50% of BPB. The remaining 50% of the equitable interest in BPB is held by Mr. Brandon Chaney, a citizen of the United States with an address of 800 South Michigan Street, Seattle, Washington, 98108. Mr. Chaney's principal business is also telecommunications.

Walden VC, which holds an equitable interest of 14.5% in Telekenex is a California limited partnership with an address of 750 Battery Street, Suite 700, San Francisco, California, 94111. Walden VC's principal business is that of an investment company.

Altos Ventures, which holds the remaining equitable interest of 14.4% in Telekenex, is a Delaware limited partnership with an address of 2882 Sand Hill Road,

Suite 100, Menlo Park, California, 94507. Altos Ventures' principal business is venture capital.

IXC, a Delaware corporation with a principal address of 800 South Michigan Street, Seattle, Washington, 98108, is wholly-owned by BPB, LLC. As set forth above, BPB's principal business is that of an investment company and is owned in-part by Anthony Zabit, a citizen of the United States with an address of 3221 20th Street, San Francisco, California, 94110. Mr. Zabit's principal business is telecommunications and Mr. Zabit holds an equitable interest of 50% of BPB. The remaining 50% of the equitable interest in BPB is held by Mr. Brandon Chaney, a citizen of the United States with an address of 800 South Michigan Street, Seattle, Washington, 98108. Mr. Chaney's principal business is also telecommunications.

5. 63.04(a)(5): Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the application is subject to denial of Federal benefits pursuant to section 3301 of the Anti-Drug Abuse Act of 1988:

Telekenex and IXC Holdings hereby certify pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

6. Description of the Transaction:

Please refer to section "A" above.

7. 63.04(a)(7): Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

IXC Holdings will continue to serve customers as currently served by Telekenex.

- 8. Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:**

Please see section "B" above.

- 9. 63.04(a)(9): Identification of all other Commission applications related to this Transaction:**

None.

- 10. 63.04(a)(10): Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:**

None.

- 11. 63.04(a)(11): Identification of any separately filed waiver requests sought in conjunction with the transaction:**

IXC's letter-notice re: slamming waiver pursuant to the Commission's rules and filed under CC Docket No. 00-257.

- 12. Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:**

See Section "C" above.

F. Conclusion

For the reasons stated above, Applicants respectfully propose that the public interest, convenience, and necessity would be furthered by the grant of this application. The Applicants therefore respectfully request that the Commission consider and approve the application expeditiously to permit Applicants to consummate the proposed Transaction and assign the assets of Telekenex, Inc., thereby transferring control of Telekenex's Customer Base to IXC Holdings as soon as possible.

Respectfully submitted,

/s/ Anthony Zabit

Anthony Zabit
Telekenex, Inc.
3221 20th Street
San Francisco, CA 94110
Telephone: 415-287-1200
E-mail: azabit@telekenex.com
President & Chief Operating Officer
Telekenex, Inc.

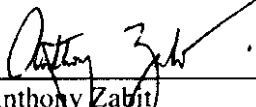
/s/ Brandon Chaney

Brandon Chaney
IXC Holdings, Inc.
800 South Michigan Street
Seattle, Washington 98108
800-284-9519
Chief Executive Officer
IXC Holdings, Inc.

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)


VERIFICATION

I, Anthony Zabit, state that I am the President and Chief Operating Officer of Telekenex, Inc.; that I am authorized to make this Verification on behalf of Telekenex, Inc.; and that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



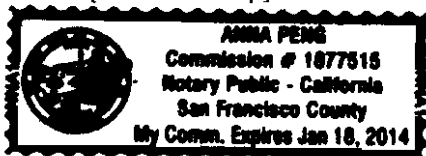
Anthony Zabit
President & Chief Operating Officer
Telekenex, Inc.

Sworn and subscribed before me this 15 day of June, 2010



Notary Public

[Seal or Stamp]



ANNA PENG

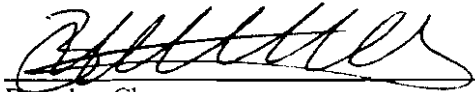
[Printed Name]

My appointment expires Jun. 18 2014

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

VERIFICATION

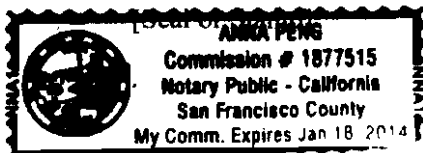
I, Brandon Chaney, state that I am the Chief Executive Officer of IXC Holdings, Inc.; that I am authorized to make this Verification on behalf of IXC Holdings, Inc; and that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Brandon Chaney
Chief Executive Officer
IXC Holdings, Inc.

Sworn and subscribed before me this 15 day of June, 2010



Notary Public

ANNA PENG
[Printed Name]

My appointment expires Jan. 18 2014

LIST OF EXHIBITS

- | | |
|------------------|---|
| Exhibit A | Copy of Notice of Proposed Transaction Provided to Transferring Customers of Telekenex, Inc. |
| Exhibit B | Copy of notice and certification required by Section 64.1120(e)(1) of the Commission's Rules |
| Exhibit C | Certification of Compliance With Section 64.1120(e) of the Commission's Rules |

EXHIBIT A

**COPY OF NOTICE OF PROPOSED TRANSACTION
PROVIDED TO TRANSFERRING CUSTOMERS
OF TELEKENEX, INC.**

(See Attached)



NOTICE OF TRANSFER OF TELEPHONE SERVICE

June 1, 2010

Dear Customer:

Telekenex, Inc ("Telekenex") currently provides your local and/or long distance service. Telekenex will be transferring its assets to IXC Holdings, Inc. ("IXC"), the near future. As a result of this transaction, IXC will be the provider of local and/or long distance services to Telekenex customers.

This transfer will not affect your rates or the terms and conditions of your service. IXC will be doing business as Telekenex so the company name will remain unchanged on your monthly invoice. Furthermore, the employees, business address and service contact numbers will also not change during this transition. You will be able to contact IXC dba Telekenex after this transfer in the exact same manner as before the transfer.

Subject to obtaining state and federal regulatory approvals, we anticipate that the transfer will occur on or about July 6, 2010. Unless you have begun using a service provider other than Telekenex prior to this date, IXC will become your local and/or long distance service provider following the transfer. If Telekenex is not your local service provider, the transfer to IXC will not impact your local carrier selection.

The rates you currently pay for service, as well as your terms and conditions of service, will not change as a result of the transfer. If there is any future change in rates or the terms and conditions of service, you will be notified by IXC in accordance with applicable provisions of law and your service agreement.

Except in the event of the existence of a contract for your telecommunications service, you have the right to subscribe to local and long distance service from any service provider you wish. This decision is entirely up to you, and you may choose to switch to another carrier either before or after this change occurs. IXC values your continued business and will gladly respond to any questions or complaints you may have about your service either prior to or during the change.

There will be no charge to you for the transfer from Telekenex to IXC. However, IXC will not be responsible for any charges that are imposed if you switch to another service provider.

If you have any questions regarding this notice, please contact us either at 800-284-9519 or 800 S. Michigan Street Seattle, WA 98708.

Sincerely,

Telekenex, Inc.
IXC Holdings, Inc.

EXHIBIT B

**COPY OF NOTICE AND CERTIFICATION PROVIDED BY APPLICANTS TO THE COMMISSION
PURSUANT TO SECTION 64.1120(e)(1) OF THE COMMISSION'S RULES**

(See Attached)

Technology Law Group, L.L.C.SM

5335 Wisconsin Avenue, N.W.
Suite 440
Washington, D.C. 20015

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June 17, 2010

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

Re: **CC Docket No. 00-257: *In the matter of 2000 Biennial Review – review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers.***
Notification of IXC Holdings, Inc., and Telekenex, Inc., pursuant to 47 C.F.R. § 64.1120(e).

Dear Secretary Dortch:

IXC Holdings, Inc. ("IXC"), is based in the State of California and is a non-facilities based reseller of local and interexchange services, by its undersigned counsel and pursuant to Section 64.1120(e) of the Commission's Rules hereby notifies the Commission of its intent to acquire from Telekenex, Inc., ("Telekenex"), is based in the State of Washington and is a non-facilities based reseller of local and interexchange services, certain residential and commercial local and long distance subscribers constituting all of Telekenex's subscriber base and provide to such subscribers the same local toll and long distance services at the same rates and conditions with no change, following the consummation of the acquisition. An original and one (1) copy of this letter are enclosed. Please date stamp the enclosed extra copy of this letter and return it in the self-addressed envelope provided.

Pursuant to §64.1120(e)(1) of the Commission's rules, the names of the parties to the transaction are: (i) IXC Holdings, Inc., as transferee; and (ii) Telekenex, Inc., as transferor. Following the transfer, IXC Holdings will continue to provide service to the transferred customers at the same rates, terms, and conditions that currently apply to their services. The types of resale services currently provided to the Telekenex customers are local exchange and domestic long-distance services. The parties anticipate that the customers will be transferred from Telekenex to IXC on or about July 15, 2010, or as soon as possible following the receipt of

regulatory approvals. Notice of the transfer has been provided to all affected customers concurrently with the filing of this advice letter, and is attached hereto as Exhibit A.

IXC's certification required under Section 64.1120(e)(1) of the Commission's Rules is attached hereto as Exhibit C.

Should you have any questions or require further information, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/ Greg L. Taylor

TECHNOLOGY LAW GROUP, LLC

Neil S. Ende, Esq.

Greg L. Taylor, Esq.

5335 Wisconsin Ave., N.W.

Suite 440

Washington, DC, 20015

Phone: 202.895.1707

Fax: 202.478.5074

Counsel to IXC Holdings, Inc. and Telekenex, Inc.

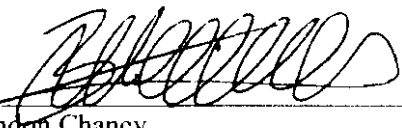
ATTACHMENT C

**CERTIFICATION OF COMPLIANCE
WITH SECTION 64.1120(E) OF THE COMMISSION'S RULES**

(See Attached)

**CERTIFICATION OF IXC HOLDINGS, INC.
PURSUANT TO SECTION 64.1120(E)(1) OF THE COMMISSION'S RULES**

On behalf of IXC Holdings, Inc. ("IXC Holdings"), and in accordance with Section 64.1120(e)(1) of the Commission's Rules, I hereby certify under penalty of perjury that I have read the foregoing notification and the statements contained therein are true, complete, and correct to the best of my knowledge. I further certify that, with respect to the transfer to IXC Holdings of the affected customers of Telekenex, Inc., IXC Holdings and Telekenex have complied with the Commission's requirements to provide advance customer notice in accordance with Section 64.1120(e)(1) of the Commission's Rules, with the obligations specified in that notice, and with all other statutory and Commission requirements that apply to this streamlined process.

By: 
Brandon Chaney
Chief Executive Officer
IXC Holdings, Inc.